

**CONSENT SOLICITATION STATEMENT**  
**OF**  
**THE ECT RECOVERY COMMITTEE**

June 22, 2009

To Our Fellow Effective Control Transport, Inc. Stockholders:

The members of The ECT Recovery Committee (the “Committee”) are significant stockholders and former executives of Effective Control Transport, Inc., a Delaware corporation (“Effective Control Transport” or the “Company”). Guy Faucher, Gib de Medeiros and Guy-Paul Gauthier own in the aggregate approximately 4% of the outstanding shares of the Company, making us one of the Company’s largest stockholders.

After two years of mismanagement, opacity and outright misrepresentations by its current sole officer and director, Raphael Huppé, Effective Control Transport is experiencing a serious financial and ethical crisis:

- **Misrepresentations.** Many of us stockholders have invested in a stock overhyped by Mr. Huppé’s misleading public statements, and as a result have lost a sizeable portion of our investment. No stockholder will ever forget such memorable press releases as the following:

14 August 2007:

*“President Raphael Huppé is pleased to announce an increase of 200,000 units on order for delivery of the FOLO System in the first week of September 2007. This is in addition to the 100,000 systems which were announced in a press release on August 8, 2007. ”*

5 September 2007:

*“Mr. Raphael Huppe, President of Effective Control Trucking LLC., is pleased to announce that the company has 131 signed contracts which will generate \$1.4 Billion USD in revenue over a 60-month period.”*

And again on 13 May 2008:

*“Revenues for the year ended April 30, 2008 were \$2.2 million. Gross profit was \$2,108,650 and net profit was \$524,241.”*

**The information in these press releases was false and misleading.**

- **No audited financials.** Mr. Huppé promised many times the preparation of audited financials but never delivered, for good reason: until recently, the Company’s bookkeeping and accounting practices were rudimentary at best.
- **Extreme dilution.** Since June 2007, the Company has raised over US \$3,000,000 in private placements and issued nearly 149,000,000 new shares of stock, a large chunk of it wasted, unbeknownst to the stockholders, in careless endeavors.
- **No further financing.** The Company has exhausted its authorized capital and cannot finance itself by the issuance of shares any further unless and until the stockholders consent to a capital

restructuring. In addition, no other sources of financing are likely to be available to a Company that is unable to produce reliable financial statements and whose chief executive is a magnet for legal liabilities.

- **The company's product, the Cognitive Resources Availability Manager, or the "CRAM" isn't ready yet.** As if it wasn't enough, the CRAM needs further testing and development. Investments in prototype production and realistic field testing are absolutely required before the CRAM can start saving lives.
- **No qualified personnel.** Most of those that by choice or profession were held to an ethical standard have either left or been terminated, including Bruno Farbos, Gib de Medeiros, Guy Faucher, Guy-Paul Gauthier, Richard Lefebvre, Dominic Landry and Mario Naim.
- **Bankruptcy.** Both Mr. Huppé personally and his "company" Effective Computer Networks are insolvent and at risk of being declared bankrupts. To our knowledge, Mr. Huppé has never invested a dime of his own into the Company.
- **No stockholder meetings.** Simply put, Effective Control Transport has never held a single stockholder meeting. Now that our investments are in danger of being wiped out and that the CRAM risks never seeing the light of day, it is urgent to hold one.

**The ECT Recovery Committee has a plan to right the wrongs of the past, put the Company back on course and bring the CRAM to market. To accomplish this we must first remove Mr. Huppé from the Board of directors and as an officer of the Company.** These are most basic principles of our plan:

1. **Transparency.** We will prepare unaudited financial statements and share them with the Company's stockholders. The statements will be unaudited at first, due to the long deficiency in the implementation of reliable accounting systems and procedures.
2. **Initiate legal action.** For the last two years, the Company was dominated by a single individual, Raphael Huppé. For the sake of Effective Control Transport and its stockholders, Mr. Huppé must be held accountable for his misdeeds.
3. **Bring in bridge financing.** We intend to procure the Company with the US \$250,000 bridge financing it needs to operate and continue to develop the CRAM until our plan is put to stockholder vote.
4. **Invest in CRAM testing and development.** We plan to procure a sufficient number of devices for field testing and Electroencephalogram (EEG) validation.
5. **Convene a stockholder meeting.** Within 90 days of the election of the director nominees, we will convene a stockholder meeting where our plan for the future of the Company will be put to stockholder vote and the director nominees will stand for reelection.

The Committee strongly believes it is in Effective Control Transport's best interests to remove Mr. Huppé from the Board, and reconstitute the Board with new Directors who will be accountable to the stockholders. We have gone to great lengths to assemble a team of five director nominees who we believe will make significant contributions to the future of Effective Control Transport, if elected. **We are seeking your support for the removal of Mr. Huppé from the Board of Directors and as an officer of Effective Control Transport and the election of our five director nominees -- Guy J.C. Benoit, Guy Faucher, Guy-Paul Gauthier, Gib de Medeiros and Mario Naim.**

Through the enclosed Consent Solicitation Statement, we are soliciting your consent for a number of proposals, the effect of which will be to replace the members of the Board of Directors with a group of highly qualified director nominees. By providing your consent, you will help to enable the proposals we have made to reconstitute the Board succeed. We urge all stockholders to support this effort.

We urge you to carefully consider the information contained in the attached Consent Statement and then support our efforts by signing, dating and returning the enclosed WHITE consent card today. The attached Consent Statement and the enclosed WHITE consent card are first being furnished to the stockholders on or about June 22, 2009.

We urge you not to sign any revocation of consent card that may be sent to you by Effective Control Transport. If you have done so, you may revoke that revocation of consent by delivering a later dated WHITE consent card to The ECT Recovery Committee, in care of Innisfree M&A Incorporated, which is assisting us, at their address shown on the consent card, or to the principal executive offices of Effective Control Transport.

**Transparency. Accountability. Competency. It is Time for a True Change!**

If you have any questions or require any assistance with your vote, please contact us at the number listed below.

Thank you for your support,

(S) THE ECT RECOVERY COMMITTEE

---

THE ECT RECOVERY COMMITTEE

*If you have any questions, require assistance in submitting your **WHITE** consent card, or need additional copies of the Committee's consent solicitation materials, please call Innisfree M&A Incorporated at the phone numbers listed below.*

**Innisfree M&A Incorporated  
501 Madison Avenue, 20th Floor  
New York, NY 10022  
Stockholders Call Toll-Free at: 1 (888) 750-5834  
Banks and Brokers Call Collect at: 1 (212) 750-5833**

To talk directly with the ECT Recovery Committee and confer on our plans for the Company,  
please call at: (514) 232-4878

## TABLE OF CONTENTS

CONSENT STATEMENT .....	6
FORWARD-LOOKING STATEMENTS .....	9
QUESTIONS AND ANSWERS ABOUT THIS CONSENT SOLICITATION .....	10
REASONS FOR OUR SOLICITATION .....	14
PROPOSAL NO. 1 – THE BYLAW ADOPTION PROPOSAL .....	17
PROPOSAL NO. 2 – THE BOARD REMOVAL PROPOSAL.....	18
PROPOSAL NO. 3 – THE OFFICER REMOVAL PROPOSAL .....	19
PROPOSAL NO. 4 – THE ELECTION PROPOSAL.....	19
CONSENT PROCEDURES .....	22
SPECIAL INSTRUCTIONS .....	24
SCHEDULE A.....	25

EFFECTIVE CONTROL TRANSPORT, INC.

---

**CONSENT STATEMENT**

OF

THE ECT RECOVERY COMMITTEE

---

PLEASE SIGN, DATE AND MAIL THE ENCLOSED WHITE CONSENT CARD TODAY

This Consent Statement and the enclosed WHITE consent card are being furnished by The ECT Recovery Committee (the “Committee”) in connection with our solicitation of written consents from you, holders of shares of Common Stock, par value \$0.001 per share (the “Common Stock”), of Effective Control Transport, Inc., a Delaware corporation (“Effective Control Transport” or the “Company”). A solicitation of written consents is a process that allows a company’s stockholders to act by submitting written consents to any proposed stockholder actions in lieu of voting in person or by proxy at an annual or special meeting of stockholders. The Committee is comprised of Guy Faucher, Gib de Medeiros and Guy-Paul Gauthier. We are soliciting written consents from the holders of shares of Common Stock to take the following actions (each, as more fully described in this Consent Statement, a “Proposal” and together, the “Proposals”), in the following order, without a stockholders’ meeting, as authorized by Delaware law:

**Proposal No. 1 – Repeal in their entirety Effective Control Transport Bylaws in effect at the time this proposal becomes effective, if any, and adopt the Bylaws attached hereto as Schedule A, which are incorporated herein by reference (the “Bylaw Adoption Proposal”);**

**Proposal No. 2 – Remove without cause each member of the Board of Directors of the Company (the “Board”) and each person (other than those elected by this consent solicitation) elected or appointed to the Board to fill any vacancy on the Board or any newly-created directorships prior to the effectiveness of the Election Proposal (the “Board Removal Proposal”);**

**Proposal No. 3 – Remove Raphael Huppé as Chief Executive Officer and President and from any and all officer’s positions he holds with the Company (the “Officer Removal Proposal”);**

**Proposal No. 4 – Elect each of Guy J.C. Benoit, Guy Faucher, Guy-Paul Gauthier, Gib de Medeiros and Mario Naim (each, a “Nominee” and collectively, the “Nominees”) to serve as a director of Effective Control Transport (or, if any such Nominee is unable or unwilling to serve as a director of Effective Control Transport, any other person designated as a Nominee by the remaining Nominee or Nominees) (the “Election Proposal”); and**

This Consent Statement and the enclosed WHITE consent card are first being sent or given to the stockholders of Effective Control Transport on or about June 22, 2009 (the “Mailing Date”).

We are soliciting your consent in favor of the adoption of the Removal Proposal and the Election Proposal because we believe Effective Control Transport stockholders will be best served by Nominees who are committed to safeguarding and promoting the best interests of all Effective Control Transport stockholders.

In addition, we are also soliciting your consent in favor of the adoption of the Bylaw Adoption Proposal to ensure that the incumbent Board does not limit the effect of your consent to the removal of

the incumbent members of the Board as set forth herein and the election of the Nominees by adopting or changing Bylaws, if any, which may have the effect of limiting existing stockholders' rights and abilities to take action in their capacity as stockholders of Effective Control Transport.

On June 15, 2009, the Committee provided written notice to the President and CEO of Effective Control Transport requesting that the Board fix a record date, for determining stockholders entitled to give their written consent in connection with this consent solicitation. No record date has been fixed by the Board. Accordingly, the record date is June 19, 2009, namely the first date on which a signed written consent setting forth the Proposals was delivered to the Company by delivery to its registered office in the state of Delaware. On June 22, 2009, the Committee notified Effective Control Transport that June 19, 2009 is the record date for the determination of the Company's stockholders who are entitled to execute, withhold or revoke consents relating to this consent solicitation (the "Record Date").

The effectiveness of each of the Proposals requires the affirmative consent of the holders of record of a majority of the Common Stock outstanding as of the close of business on the Record Date. Each Proposal will be effective without further action when we deliver to Effective Control Transport such requisite number of consents. Neither the Bylaw Adoption Proposal nor the Board Removal Proposal is subject to, or is conditioned upon, the effectiveness of the other Proposals. The Election Proposal is conditioned in part upon the effectiveness of the Board Removal Proposal. The Officer Removal Proposal is conditioned upon the effectiveness of the Bylaw Adoption Proposal. To the extent that none or not all of the existing directors are removed, vacancies will be filled by the Nominee receiving the most number of consents filling the first available vacancy, until all vacancies are filled. If two or more Nominees receive an equal number of consents, the elder of such Nominees will fill the next available vacancy until all vacancies are filled.

In addition, none of the Proposals will be effective unless the delivery of the written consents complies with Section 228(c) of the Delaware General Corporation Law ("DGCL"). For the Proposals to be effective, properly completed and unrevoked written consents must be delivered to Effective Control Transport within 60 days of the earliest dated written consent delivered to Effective Control Transport. Guy Faucher delivered his written consent to Effective Control Transport on June 19, 2009. Consequently, by August 18, 2009, the Committee will need to deliver properly completed and unrevoked written consents to the Proposals from the holders of record of a majority of the shares of Common Stock outstanding as of the close of business on the Record Date. We intend to set July 15, 2009 as the goal for submission of written consents.

**WE URGE YOU TO ACT TODAY TO ENSURE THAT YOUR CONSENT WILL COUNT.** The Committee reserves the right to submit to Effective Control Transport consents at any time within 60 days of the earliest dated written consent delivered to Effective Control Transport. See "Consent Procedures" for additional information regarding such procedures.

As of the Mailing Date, the members of the Committee were the beneficial owners of an aggregate of 9,917,700 shares of Common Stock, which currently represent approximately 4 % of the issued and outstanding shares of Common Stock. The members of the Committee intend to express consent in favor of the Proposals with respect to all of such shares of Common Stock. We believe there were close to 250,000,000 shares of Common Stock outstanding as of the Record Date. The stockholders of Effective Control Transport are entitled to one vote per share of Common Stock.

We urge you to vote in favor of the Proposals by signing, dating and returning the enclosed WHITE consent card. The failure to sign and return a consent will have the same effect as voting against the Proposals. Please note that in addition to signing the enclosed WHITE consent card, you must also date it to ensure its validity.

THIS CONSENT SOLICITATION IS BEING MADE BY THE ECT RECOVERY COMMITTEE AND NOT BY OR ON BEHALF OF THE COMPANY. THE ECT RECOVERY COMMITTEE URGES YOU TO SIGN, DATE AND RETURN THE WHITE CONSENT CARD IN FAVOR OF THE PROPOSALS DESCRIBED HEREIN.

**IMPORTANT, PLEASE READ THIS CAREFULLY**

If your shares of Common Stock are registered in your own name, please submit your consent to us today by signing, dating and returning the enclosed **WHITE** consent card in the postage-paid envelope provided.

If you hold your shares in “street” name with a bank, broker firm, dealer, trust company or other nominee, only they can exercise your right to consent with respect to your shares of Common Stock and only upon receipt of your specific instructions. Accordingly, it is critical that you promptly give instructions to consent to the Proposals to your bank, broker firm, dealer, trust company or other nominee. Please follow the instructions to consent provided on the enclosed **WHITE** consent card. If your bank, broker firm, dealer, trust company or other nominee provides for consent instructions to be delivered to them by telephone or Internet, instructions will be included on the enclosed **WHITE** consent card. The ECT Recovery Committee urges you to confirm in writing your instructions to the person responsible for your account and provide a copy of those instructions to the ECT Recovery Committee, c/o Innisfree M&A Incorporated (“Innisfree” or “Innisfree M&A Incorporated”) at 501 Madison Avenue, 20th Floor, New York, New York 10022, so that the ECT Recovery Committee will be aware of all instructions given and can attempt to ensure that such instructions are followed.

Execution and delivery of a consent by a record holder of shares of Common Stock will be presumed to be a consent with respect to all shares held by such record holder unless the consent specifies otherwise. Only holders of record of shares of Common Stock as of the close of business on the Record Date will be entitled to consent to the Proposals. If you are a stockholder of record as of the close of business on the Record Date, you will retain your right to consent even if you sell your shares of Common Stock after the Record Date.

**IF YOU TAKE NO ACTION, YOU WILL IN EFFECT BE REJECTING THE PROPOSALS. ABSTENTIONS, FAILURES TO CONSENT AND BROKER NON-VOTES WILL HAVE THE SAME EFFECT AS WITHHOLDING CONSENT.**

If you have any questions about executing or delivering your **WHITE** consent card or require assistance, please contact:



**501 Madison Avenue, 20th Floor  
New York, NY 10022**

**Stockholders call toll free: 1 (888) 750-5834  
Banks and brokers call collect: 1 (212) 750-5833**

If you wish to talk directly with the ECT Recovery Committee, please call at: (514) 232-4878



## **FORWARD-LOOKING STATEMENTS**

The ECT Recovery Committee urges you to read this entire Consent Statement carefully. This Consent Statement contains forward-looking statements, including forward-looking statements reflecting the current views of the ECT Recovery Committee with respect to, among other things, Effective Control Transport's strategic objectives, business prospects, future financial condition, budgets, projected levels of production, projected costs and projected levels of revenues and profits. Such statements are identified by words or phrases such as "anticipates," "estimates," "projects," "believes," "intends," "expects" and similar words and phrases. The forward-looking statements herein involve risks, uncertainties and other factors which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. The ECT Recovery Committee does not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. These and other relevant factors and any other information included in this Consent Statement, should be carefully considered when reviewing any forward-looking statement.

## **QUESTIONS AND ANSWERS ABOUT THIS CONSENT SOLICITATION**

The following are some of the questions you, as a stockholder, may have and answers to those questions. The following is not meant to be a substitute for the information contained in the remainder of this Consent Statement, and the information contained below is qualified by the more detailed descriptions and explanations contained elsewhere in this Consent Statement. We urge you to carefully read this entire Consent Statement prior to making any decision on whether to grant any consent hereunder.

### **WHO IS MAKING THE SOLICITATION?**

The ECT Recovery Committee (the “Committee”) is making this solicitation. The Committee is comprised of former consultants and managers of Effective Control Transport, Guy Faucher, Gib de Medeiros and Guy-Paul Gauthier. As of June 22, 2009, the mailing date in connection with the solicitation, the members of the Committee hold in the aggregate 9,917,700 shares of Common Stock, or approximately 4% of the Common Stock outstanding.

Guy Faucher is a former consultant of Effective Control Transport, where he tried to assist the Company in implementing accounting controls and procedures and claim the R&D tax credit between August 2008 and March 2009. He terminated his relationship with the Company upon discovering that the current President and director, Raphael Huppé, had falsified the signature and identity of a bank employee to obtain an undue advantage and, more generally, that Mr. Huppé had grossly misrepresented the financial and business condition of the Company to investors. Mr. Faucher is a chartered accountant, now retired. He was the founder of the accounting firm Faucher, Daviault and Partners, and served on the Board of Orex Exploration Inc., a Canadian mining company listed on TSX Venture.

Gib de Medeiros was Vice President of Sales Latin-America of Effective Control Transport from August 2007 through May 2009. On May 6, 2009, M. De Medeiros alerted local law enforcement that he believed M. Huppé had possibly violated Canadian Criminal Code, section 400, by issuing false public statements in regards to the financial condition of the Company. Upon notifying Mr. Huppé, Mr. de Medeiros was immediately terminated. Mr. de Medeiros, an engineer and business consultant, has a long history of involvement in and intimate knowledge of fatigue detection devices.

Guy-Paul Gauthier was Vice President of Corporate Development for Effective Control Transport from April 2008 to March 2009. His employment was terminated upon uncovering that Mr. Huppé had attempted to illegally seize the property of another company, Aquagenex Inc.

Each member of the Committee may be deemed a participant in this consent solicitation. For additional information on the participants, please see “The Nominees” on page 16.

### **WHAT ARE YOU ASKING THAT THE STOCKHOLDERS CONSENT TO?**

The Committee is asking you to consent to four corporate actions: (1) the Bylaw Adoption Proposal, (2) the Board Removal Proposal, (3) the Officer Removal Proposal, and (4) the Election Proposal.

The Committee is asking you to consent to the Board Removal Proposal and the Election Proposal to remove Effective Control Transport’s current directors and any appointees to the Board prior to the effectiveness of the Election Proposal, and to replace them with the Nominees. In order to ensure that your consent to elect the Nominees will not be modified or diminished by actions taken by the incumbent Board prior to the election of such Nominees, the Committee is asking you to consent to the

Bylaw Adoption Proposal. Finally, the Committee is asking you to consent to the Officer Removal Proposal to ensure that, upon adoption of the Proposals, Mr. Huppé be simultaneously removed from all positions of authority within the Company.

#### WHY ARE WE SOLICITING YOUR CONSENT?

We are soliciting your consent because we believe the sole director and officer of the Company, Mr. Huppé:

- has consistently misrepresented to the stockholders the financial condition and business prospects of the company;
- has caused the waste of corporate assets;
- has caused the extreme dilution of the stockholders;
- through his own misconduct, he has transformed the Company into a repository of potential legal liabilities;
- is incapable, because of the above, of ensuring the further financing of the company;
- is incapable of completing the development of the CRAM, which is still an untested prototype;
- is endangering the future of the Company and of your investment through mismanagement and misbehavior.

We believe something must be done to put Effective Control Transport on the right path, ensure that it will continue as a going concern, to maximize the CRAM's chances of success and maximize stockholder value. It is time for immediate change at the Board and officer level. We believe the approval of our Proposals will provide the Company with qualified and committed directors. These directors will urge the Board to appoint Gib de Medeiros as President, Richard Lefebvre, C.A., as Chief Financial Officer, Mario Naim, Esq., as Secretary. Within 90 days of the election of the director nominees, we will convene a stockholder meeting where our plan for the future of the Company will be put to stockholder vote and the director nominees will stand for reelection

#### WHO ARE THE NOMINEES THE COMMITTEE IS PROPOSING TO ELECT TO THE EFFECTIVE CONTROL TRANSPORT BOARD?

The Committee is asking you to elect each of Guy J.C. Benoit, Guy Faucher, Guy-Paul Gauthier, Gib de Medeiros and Mario Naim as a director of Effective Control Transport. The business experience of these highly qualified individuals is set forth in this Consent Statement under the section entitled "The Nominees," which we urge you to read.

#### WHO IS ELIGIBLE TO CONSENT TO THE PROPOSALS?

If you are a record owner of Common Stock as of the close of business on the Record Date, you have the right to consent to the Proposals. Pursuant to § 213 DGCL, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the state of Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. The Committee made a request on June 15, 2009 that the Board fix a record date for this consent solicitation. The Board has not fixed a record date in response to our request. The record date for

determining stockholders entitled to express consent to corporate action in writing without a meeting shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation in accordance with applicable law.

#### WHEN IS THE DEADLINE FOR SUBMITTING CONSENTS?

We urge you to submit your consent as soon as possible so that our Nominees can be seated on the Board now. In order for our Proposals to be adopted, the Company must receive written unrevoked consents signed by a sufficient number of stockholders to adopt the Proposals within 60 calendar days of the date of the earliest dated consent delivered to the Company. **WE URGE YOU TO ACT AS SOON AS POSSIBLE TO ENSURE THAT YOUR CONSENT WILL COUNT.**

#### HOW MANY CONSENTS MUST BE RECEIVED IN ORDER TO ADOPT THE PROPOSALS?

The Committee's Proposals will be adopted and become effective when properly completed, unrevoked consents are signed by the holders of a majority of the outstanding shares of Common Stock as of the close of business on the Record Date, provided that such consents are delivered to the Company within 60 calendar days of the date of the earliest dated consent delivered to the Company. As of June 1, 2009, there were approximately 250,000,000 shares of the Company's Common Stock outstanding, each entitled to one consent per share. Cumulative voting is not permitted. The consent of the holders of at least 125,000,001 shares of Common Stock would be necessary to effect these Proposals. The actual number of consents necessary to effect the Proposals will depend on the facts as they exist on the Record Date.

#### WHAT SHOULD YOU DO TO CONSENT TO OUR PROPOSALS?

If your shares of Common Stock are registered in your own name, please submit your consent to us by signing, dating and returning the enclosed WHITE consent card in the postage-paid envelope provided.

If you hold your shares in "street" name with a bank, broker firm, dealer, trust company or other nominee, only they can exercise your right to consent with respect to your shares of Common Stock and only upon receipt of your specific instructions. Accordingly, it is critical that you promptly give instructions to consent to the Proposals to your bank, broker firm, dealer, trust company or other nominee. Please follow the instructions to consent provided on the enclosed WHITE consent card. If your bank, broker firm, dealer, trust company or other nominee provides for consent instructions to be delivered to them by telephone or Internet, instructions will be included on the enclosed WHITE consent card. The Committee urges you to confirm in writing your instructions to the person responsible for your account and provide a copy of those instructions to the ECT Recovery Committee, c/o Innisfree M&A Incorporated at 501 Madison Avenue, 20th Floor, New York, New York 10022, so that the ECT Recovery Committee will be aware of all instructions given and can attempt to ensure that such instructions are followed.

#### WHOM SHOULD YOU CALL IF YOU HAVE QUESTIONS ABOUT THE SOLICITATION?

Please call our consent solicitor, Innisfree M&A Incorporated, toll free at 1 (888) 750-5834. Banks and brokers may call collect at 1 (212) 750-5833.

Alternatively, you can call the ECT Recovery Committee directly at (514) 232-4878.

#### IMPORTANT

The Committee urges you to express your consent on the WHITE consent card TODAY to:

- the Removal Proposal and the Election Proposal to remove and replace the incumbent Board with the Nominees;
- the Bylaw Adoption Proposal to ensure that the incumbent Board does not limit the effect of your consent to the removal of the incumbent Board and the election of the Nominees; and
- the Officer Removal Proposal to ensure that, upon adoption of the Proposals, Mr. Huppé be simultaneously removed from all positions of authority within the Company.

## REASONS FOR OUR SOLICITATION

We are significant stockholders of the Company. As of June 2, 2009, the mailing date in connection with the solicitation, the Committee owns in the aggregate a total of 9,917,700 shares of Common Stock, or approximately 4% of the Common Stock outstanding. As significant stockholders of Effective Control Transport, the Committee has a vested financial interest in the maximization of the value of the Company's Common Stock. Our interests are aligned with the interests of all stockholders: we have one simple goal – **to maximize the value of the Common Stock for all stockholders, complete the CRAM's development, bring it to market, and operate the Company with honesty, competency and transparency.**

We do not believe that the current Board has served the best interests of the Company's stockholders, and do not have confidence in the ability of the current Board to bring the CRAM to market and enhance shareholder value with honesty, competency and transparency. Without change to the current Board, we also fear that the Company may cease to exist as a going concern, thereby wasting the last 2 years of stockholders investment in the Company.

Specifically, our concerns include the following:

- Mr. Huppé's history of misrepresenting the financial and business condition of the Company;
- Mr. Huppé's waste of Company resources
- the Current Board's non-observation of basic corporate governance principles;
- Mr. Huppé's inability to obtain fresh financing;
- The CRAM's interrupted development;
- Effective Control Transport's failure to keep qualified and professional management.

### **We Are Concerned With Mr. Huppé's History of Misrepresenting the Financial and Business Condition of the Company.**

The Committee is of the opinion that from 18 June 2007 to 13 May 2008, Mr. Huppé has issued not less than 24 public statements containing materially false and misleading information on the financial and business condition of the Company, in the hopes of influencing investor behavior and affect its stock market price. We believe that Mr. Huppé has used the same type of gross misrepresentations in private meetings with investors, potential lenders and commercial partners. The following is a short list of Mr. Huppé's most common misrepresentations:

- 1) Depending on who he talks to, he has a dozen, 42 or 46 Microsoft certifications;
- 2) He works weekends in bank network security, and frequently earns \$150,000 a weekend, which he always invests into the Company.
- 3) The Canadian RCMP, the U.S. Department of Homeland Security and Canada's secret services often ask for his support on matters of network security, for which he has one of the highest levels of security clearance. He has free access to the Canadian military base of Valcartier.
- 4) He is a prolific inventor. He invented a great deal of the CRAM as well as a host of unique devices.
- 5) He has worked for 10 long years on the CRAM or the Folo suite.

- 6) He has invested \$10,000,000 of his own money into the Company.
- 7) Effective Computer Networks has net earnings of \$40,000 to \$50,000 a month, which are reinvested into the Company.
- 8) In the late summer of 2007, he sold Effective Control Transport to Qualcomm for \$2.7 billion. The deal fell through in September, after Bio-Cogni Safe Inc. obtained the injunction.
- 9) He is majority owner of Effective Control Transport. As a matter of fact, because of all the money he has invested in it, either directly or through his companies, he deserves to own all of it.

The Committee believes that this reprehensible behavior has been extremely damaging to the Company's reputation and endangers its viability. We believe that to continue as a going concern, let alone succeed in the marketplace, the Company must remove Mr. Huppé from the Board of Directors and hold him accountable for his lack of integrity.

#### **We Are Concerned With Mr. Huppé's Waste of Company's Assets.**

Since June 18, 2007, Effective Control Transport has issued nearly 149,000,000 shares of stock for well over US \$3,000,000. To our knowledge, Mr. Huppé has never invested into the Company a dime of his own. The Committee believes that a large proportion of the stockholders' funds have been diverted by Mr. Huppé into his own private "companies": Effective Computer Networks, ECN Holding and Admin services. The Committee has reason to believe that these entities are now insolvent. The Committee also believes that, since June 2007, considerable corporate resources have been wasted on overpriced consulting fees and ill-timed, unwise and amateurish acquisition attempts. We believe that under competent and honest management the funds received from the stockholders would have been sufficient to complete the development of the CRAM and bring it to market. We believe that Effective Control Transport' stockholders deserve competent and honest management, and that the Company can succeed only under such management.

#### **We Are Concerned With the Current Board's Non-Observation of Basic Corporate Governance Principles**

Not only have stockholders been repetitively lied to, Effective Control Transport has never held a stockholder meeting. As a matter of fact, all actions required to be taken by the stockholders have always been adopted by the written consent of a few insiders. The Committee believes that the current Board can no longer muster a majority of stockholder votes and that Mr. Huppé controls less than 10% of all voting power. It is time for the shareholders to take back control of the Company.

The Committee also believes that Mr. Huppé has failed to implement or maintain internal principles and procedures to ensure the reliability of the Company's financial reporting. We do not believe that the Company could produce auditable financial statements for the fiscal years 2007 and 2008.

A Board of Directors should be accountable to the stockholders and disclose reliable and truthful information about the Company. That is why we urge you to remove Mr. Huppé from the Board of Directors and name a new Board, so that it can call shareholder meetings, disclose the financial condition of the Company, present a plan of operations and stand for reelection based on the informed decisions of the shareholders.

#### **We Are Concerned With Mr. Huppé's Inability to Obtain Fresh Financing**

We believe that the Company has issued stock up to its maximum authorized share capital of 250,000,000 shares of stock and that it cannot issue new shares unless it first obtains the stockholders' consent to a capital restructuring. We do not believe that the Company can obtain debt financing due to the current inability of the Company to produce reliable financial statements. In addition, the continued presence of Mr. Huppé and his lack of credibility towards sophisticated lenders and investors are huge obstacles to opening new sources of financing. On the other hand, we strongly believe in the CRAM, although we consider that substantial resources are still needed to complete its technological development and begin its commercialization. That is why we urge you to remove Mr. Huppé from the Board of Directors and name a new Board composed of honest and capable directors. The Committee believes that is the only way to ensure that the CRAM is commercialized and the stockholders get a return on their investment.

### **We Are Concerned With the CRAM's Interrupted Development**

There are basically three product development phases left, as defined by Dr. Bruno Farbos before his departure from the Company:

- 1) Produce and install a sufficient number of the latest CRAM prototypes in commercial vehicles for testing and evaluation in real life conditions. Testing only one or two CRAMs for a few weeks on a row is not enough.
- 2) Complete an independent scientific study on the truck drivers to determine and, eventually, validate whether the CRAM algorithm is as reliable as shown in lab testing.
- 3) Finally, publish the test results in a peer-reviewed article. No serious company will procure a drowsiness detection device whose operational limits are unknown.

The shareholders should know that the second phase requires the recording of the drivers' Electroencephalogram (EEG). Effective Control Transport cannot currently afford to own or rent EEG equipment.

All three phases require the investment of significant financial, human and scientific resources that the Company does not currently possess.

### **We Are Concerned With the High Level Of Turnover Of Competent Management**

Since June 2007, a number of competent executives has started working for the Company and then left after a short period of time with a very low opinion of Mr. Huppé. Most of these executives have been compelled to address an ethical dilemma: close their eyes to Mr. Huppé's wrongdoings or be terminated. Most have been terminated. The Committee strongly believes (1) that this Company, this product and these stockholders deserve the best management available, and (2) that competent management cannot coexist with Raphael Huppé. That is why we urge you to remove Mr. Huppé from the Board of Directors and name a new Board that is capable of attracting and retaining competent and honest managers.

### **Transparency. Accountability. Competency. It is Time for a True Change!**

The ECT Recovery Committee has a plan to right the ship and put the Company back on course towards transparency, accountability and competency.

In light of the depth of our past experience, we are uniquely positioned to help turn Effective Control Transport around. We will do everything within our power to save the Company that we worked so hard to build during our tenure. With your support and a lot of hard work by a passionate and dedicated team, we are committed to complete the development of the CRAM and bring it to market so that it can start saving lives! We have nominated five highly qualified nominees who will constitute the entire Board



if the Board Removal Proposal and Election Proposal are approved by stockholders. The Nominees if elected will aggressively pursue the following initiatives designed to restore stockholder value.

- Appoint a new executive management team;
- Apply modern principles of corporate governance;
- Obtain bridge financing;
- Complete CRAM testing and development;
- Restore relations with clients in the transportation industry based on mutual trust;
- Elaborate a long term plan; and
- Convene a shareholder meeting.

The Nominees understand that, if elected as directors of Effective Control Transport, each of them will have an obligation under Delaware law to discharge his duties as a director in good faith, consistent with his fiduciary duties to the Company and the stockholders.

There can be no assurance that the actions the Nominees intend to take as described above will be implemented if they are elected or that the election of the Nominees will improve the Company's business or otherwise enhance stockholder value. Your vote to elect the Nominees does not constitute a vote in favor of the Committee's value-enhancing plans for Effective Control Transport. Your vote for the Removal Proposal and to elect the Nominees will have the legal effect of replacing five incumbent directors of Effective Control Transport with the Nominees. There can be no assurance that stockholder value will be maximized as a result of this solicitation or the election of the Nominees.

### **PROPOSAL NO. 1 – THE BYLAW ADOPTION PROPOSAL**

The Committee is asking you to consent to the adoption of the Bylaw Adoption Proposal to ensure that the incumbent Board does not limit the effect of your consent to the removal of the incumbent Board, the removal of Mr. Huppé as an officer of the Company and the election of the Nominees through adoption of or changes to the Bylaws, which would have the effect of limiting existing stockholders' rights and abilities to take action in their capacity as stockholders of Effective Control Transport.

The Committee is not currently aware that the Company has formally adopted any bylaws.

The following is the text of the Bylaw Adoption Proposal:

**“RESOLVED, that the bylaws of Effective Control Transport, Inc. in force at the time this resolution becomes effective, if any, be and are hereby repealed in their entirety and that the Bylaws of the Company in the form attached hereto as Exhibit A be and are hereby adopted.”**

This Proposal is designed to implement a number of measures:

- provide the Company with Bylaws;
- permit the stockholders to remove the Corporation's Chief Executive Officer and/or President by the approval of the holders of a majority of all shares of the Corporation then outstanding;
- fix the number of directors to five (5);
- ensure that any vacancy resulting from the removal of any director or of the entire Board of Directors may only be filled by stockholder action; and
- restrict the ability of the Board of Directors to amend specific provisions of the Bylaws.

**THE COMMITTEE URGES YOU TO CONSENT TO THE BYLAW ADOPTION PROPOSAL.**

## PROPOSAL NO. 2 – THE BOARD REMOVAL PROPOSAL

The Committee is asking you to consent to the Board Removal Proposal to remove each member of the existing Board and any other person or persons appointed to the Board to fill any vacancy or any newly-created directorships (which, for the avoidance of doubt, excludes persons elected pursuant to this consent solicitation). The following is the text of the Removal Proposal:

**“RESOLVED, that (i) each member of the Board of Effective Control Transport, Inc. at the time this resolution becomes effective and (ii) each person appointed to the Board to fill any vacancy or newly-created directorship prior to the effectiveness of Proposal 4 (Election Proposal), be and hereby is removed.”**

Section 141(k) of the DGCL provides that any director or the entire board of directors of a Delaware corporation may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of the corporation’s directors, subject to exceptions if the corporation has a classified board or cumulative voting in the election of its directors. If a stockholder wishes to consent to the removal of certain of the members of the Board, but not all of them, such stockholder may do so by checking the appropriate “consent” box on the enclosed **WHITE** consent card and writing the name of each such person that the stockholder does not wish to be removed.

To the Committee’s knowledge, there were currently approximately 250,000,000 shares of the Company’s Common Stock outstanding, each entitled to one consent per share. Assuming that the number of issued and outstanding shares remains 250,000,000 shares on the Record Date, the consent of the holders of at least 125,000,001 shares of Common Stock would be necessary to effect Proposal 2 and remove each existing member of the Board. If any stockholder consenting to Proposal 2 writes in the name of any existing directors that such stockholder does not wish to be removed, then the total number of shares represented by any such **WHITE** consent card will be subtracted from the total number of shares consenting to the removal of such director pursuant to Proposal 2. In the event that holders of less than 125,000,001 shares of Common Stock consent to the removal of any existing director, then such director will not be removed pursuant to Proposal 2. The actual number of consents necessary to effect the Proposals will depend on the facts as they exist on the Record Date.

The Company does not have a classified board or cumulative voting in the election of its directors. Consequently, Section 141(k) of the DGCL permits the stockholders of the Company to remove any director or its entire Board without cause.

To the Committee’s knowledge, the Board is currently comprised of one director, who, as set forth below, will be removed if the Removal Proposal is approved:

Name	Current Position
Raphael Huppé	CEO, Director

The **WHITE** consent card delivered with this Consent Statement provides stockholders with the opportunity to adopt the Removal Proposal in part by designating the names of any member of the Board whom such stockholder does not want removed from the Board.

**THE COMMITTEE URGES YOU TO CONSENT TO THE BOARD REMOVAL PROPOSAL.**

### **PROPOSAL NO. 3 – THE OFFICER REMOVAL PROPOSAL**

The Committee is asking you to consent to the Officer Removal Proposal to remove Raphael Huppé from the office of Chief Executive Officer and President of the Company, and from any other officer's positions. Proposal 3 reads as follows:

**“Resolved, that Raphael Huppé is hereby removed without cause as the Chief Executive Officer and President of the Corporation and from any and all officer's positions he holds with the Corporation effective immediately following the effective time of Proposal 1 - The Bylaws Adoption Proposal permitting the removal of the Corporation's Chief Executive Officer and/or President.”**

Reasons for Proposal 3. While it is unlikely that the current Bylaws, if any, provide stockholders with the authority to remove the Corporation's Chief Executive Officer and/or President, such authority would be granted upon adoption of the Bylaw Adoption Proposal described above. This Officer Removal Proposal ensures that, upon adoption of the Proposals, Mr. Huppé be simultaneously removed from all positions of authority within the Company and ensures at the same time a seamless transition at the head of the Company and the preservation of its assets.

The effectiveness of this Removal Proposal is subject to, and conditioned upon, the effectiveness of the Proposal No. 1 (Bylaw Adoption).

The Committee is not currently aware that Mr. Huppé has signed an employment agreement with the Company.

**WE RECOMMEND THAT YOU “CONSENT” TO THIS PROPOSAL TO REMOVE RAPHAEL HUPPÉ AS CHIEF EXECUTIVE OFFICER AND PRESIDENT OF THE CORPORATION, AND FROM ANY OTHER OFFICER'S POSITIONS.**

### **PROPOSAL NO. 4 – THE ELECTION PROPOSAL**

The Committee is asking you to consent to elect, without a stockholders' meeting, each of the following individuals to serve as a director of Effective Control Transport until the Company's 2009 annual meeting:

Name

**Guy J.C. Benoit  
Guy Faucher  
Guy-Paul Gauthier**

**Gib de Medeiros  
Mario Naim**

Although the Committee has no reason to believe that any of the Nominees will be unable or unwilling to serve as directors, if any of the Nominees is not available for election, the persons named on the WHITE consent card may designate such other nominee or nominees to be elected to the Company's Board. Each of the Nominees has agreed to be named in this Consent Statement and to serve as a director of Effective Control Transport, if elected. If elected, each Nominee will hold office until his or her successor is elected and qualified at Effective Control Transport's 2009 annual meeting or until his or her earlier death, resignation, retirement, disqualification or removal.

#### **The Nominees**

The Committee has nominated five (5) highly qualified nominees who we believe possess the expertise necessary and who are committed to increase the Company's transparency to stockholders,

institute Board accountability, and work tirelessly to restore the Company's financial condition and bring the CRAM to market. If elected, the Nominees are committed to convene a stockholder meeting within 90 days of the date that the Proposals become effective.

Each of the Nominees has furnished the following information regarding his or her principal occupations and certain other matters. Each of the Nominees has consented to serve as a director of the Company and be named in this Consent Statement as a Nominee. Each of the Nominees is a Canadian resident or citizen.

**Dr. Guy J.C. Benoit, M.Sc., D.D.S.**, age 42, is the founder of the dentistry clinics Cliniques Dentaires Benoit & Associés. A longtime shareholder of Effective Control Transport, Mr. Benoit has completed degrees in microbiology and immunology (1989) from McGill University and in biology from University of Montreal (1990). He was awarded a master in immunology in 1992 and finally completed his doctoral studies in dentistry in 1996. He is a certified implantologist and has also received a certification to perform bone grafts.

**Guy Faucher, C.A.**, age 60, had advised Effective Control Transport from August 2008 to March 2009. He is the co-founder and senior partner of the accounting firm Faucher, Daviault and Partners, from which he has retired in 2000. Throughout his career he has served as director or held senior executive positions in many business ventures, including Orex Exploration Inc., Paraiso Del Sol Beach Resort Hotel, Dynamak Inc., Progicar Inc. and Provilub S.A.

**Guy-Paul Gauthier**, age 47, worked at Effective Control Transport from April 2008 to March 2009 as Vice-President of corporate development. He is the President and director of Aquagenex Inc., a development-stage company that manufactures a portable self-contained water treatment system especially designed for emergency use and remote locations. He is also the former President and co-founder of Securcap Corporation, a closely-held holding company that operated in the Health and Environmental sectors.

**Gib de Medeiros, B.Sc. Eng., Ph.D.**, age 48, Mr. de Medeiros worked at Effective Control Transport from August 2007 to April 2009 as Vice-President of Sales, with responsibilities for Latin America Business Development, Marketing & Sales, and also Strategic Planning. He cumulates twenty nine years of progressive international experience as a senior executive and consultant in large multinational corporations, as well as direct entrepreneurial involvement in start-ups. Prior to joining Effective Control Transport, Mr. de Medeiros worked as a new ventures developer and entrepreneur, having developed and headed the implementation of venture capital backed companies, privately help start-ups, spin-offs and new business units. Mr. de Medeiros has also worked for multinational companies like Microsoft, Editora Abril S.A. and IBM Global Business Services, in the sectors of consumer goods, engineering, services, software, publishing, media and telecom, acquiring skills and competences in business general management, business development, marketing & sales, distribution, human resources, product development and customer support. Mr. de Medeiros also has academic experience both teaching and participating in research projects at universities. He obtained a Ph.D. in Human-Computer Interaction and Cognitive Ergonomics in 1992 from the Conservatoire National des Arts et Métiers (CNAM) in Paris (France), an Advanced Management Program (AMP) diploma in business management in 1997 from the INSEAD in Fontainebleau (France), and an Industrial Engineering diploma in 1985 from the Polytechnic School of the University of São Paulo, (Brazil). He has successfully finished a Project Management specialization at McGill University, Montreal, Canada (2009).

**Mario Naim, Esq.**, age 42, had worked as counsel to Effective Control Transport between September 23rd, 2008 and April 13, 2009. Prior to joining Effective Control Transport, Mr. Naim had specialized in the areas of mergers and acquisitions, banking and securities law. He has notably been involved in U.S. and cross-border transactions, and worked with Canadian and U.S. clients in the

acquisition of businesses in the U.S., Europe, the Middle East and Latin America. Mr. Naim received a B.A. in Philosophy from the University of Québec in Montreal, his LL.B. from the University of Québec in Montreal, and his LL.M. (Banking Law) at Boston University School of Law. He was admitted to the Quebec bar in 1996 and to the New York bar in 2003.

THE COMMITTEE URGES YOU TO CONSENT TO THE ELECTION OF ALL THE NOMINEES.

#### NUMBER OF CONSENTS REQUIRED FOR THE PROPOSALS

Each of the Bylaw Adoption Proposal, the Board Removal Proposal, the Officer Removal Proposal and the election of each Nominee will be adopted and become effective when properly completed, unrevoked consents are signed by the holders of a majority of the outstanding shares of Common Stock as of the close of business on the Record Date, provided that such consents are delivered to Effective Control Transport within 60 days of the earliest dated written consent delivered to Effective Control Transport. To the Committee's knowledge, there were currently approximately 250,000,000 shares of the Company's Common Stock outstanding, each entitled to one consent per share. Cumulative voting is not permitted. Assuming that the number of issued and outstanding shares remains 250,000,000 shares on the Record Date, the consent of the holders of at least 125,000,001 shares of Common Stock would be necessary to effect these Proposals. The actual number of consents necessary to effect the Proposals will depend on the facts as they exist on the Record Date.

**IF YOU TAKE NO ACTION, YOU WILL IN EFFECT BE REJECTING THE PROPOSALS. ABSTENTIONS, FAILURES TO CONSENT AND BROKER NON-VOTES WILL HAVE THE SAME EFFECT AS WITHHOLDING CONSENT. "Broker non-votes" occur when a bank, broker or other nominee holder has not received instructions with respect to a particular matter, including the Proposals, and therefore does not have discretionary power to vote on that matter. As a result, we urge you to contact your broker, banker or other nominee TODAY if any shares of Common Stock you own are held in the name of a broker, banker or other nominee and you have not provided to them instructions to promptly consent to the Bylaw Adoption Proposal, the Removal Proposal, and the Election Proposal. Please follow the instructions to consent provided on the enclosed WHITE consent card. If your bank, broker firm, dealer, trust company or other nominee provides for consent instructions to be delivered to them by telephone or internet, instructions will be included on the enclosed WHITE consent card.**

Neither the Bylaw Adoption Proposal nor the Board Removal Proposal is subject to, or is conditioned upon, the effectiveness of the other Proposals. The Election Proposal is conditioned in part upon the effectiveness of the Board Removal Proposal. To the extent that none or not all of the existing directors are removed, vacancies will be filled by the Nominee receiving the most number of consents filling the first available vacancy, until all vacancies are filled. If two or more Nominees receive an equal number of consents, the elder of such Nominees will fill the next available vacancy until all vacancies are filled.

## CONSENT PROCEDURES

Section 228 of the DGCL provides that, absent a contrary provision in a Delaware corporation's certificate of incorporation, any action that is required or permitted to be taken at a meeting of the corporation's stockholders may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and such consents are properly delivered to the corporation by delivery to its registered office in Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Effective Control Transport's Restated Certificate of Incorporation does not contain any such contrary provision.

Section 141(k) of the DGCL provides that any director or the entire board of directors of a Delaware corporation may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of the corporation's directors, subject to exceptions if the corporation has a classified board or cumulative voting in the election of its directors. The Company does not have a classified board or cumulative voting in the election of its directors.

Section 213(b) of the DGCL provides that, in order that Effective Control Transport may determine the stockholders entitled to express consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the board of directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the board of directors is required by this chapter, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Company. On June 15, 2009, the Committee provided written notice to the President and CEO of Effective Control Transport requesting that the Board fix a record date. No record date has been fixed by the Board. Accordingly, the record date is June 19, 2009, namely the first date on which a signed written consent setting forth the Proposals was delivered to the Company by delivery to its registered office in the state of Delaware. On June 22, 2009, the Committee notified Effective Control Transport that June 19, 2009 is the record date for the determination of the Company's stockholders who are entitled to execute, withhold or revoke consents relating to this consent solicitation (the "Record Date").

For the Proposals to be effective, properly completed and unrevoked written consents must be delivered to Effective Control Transport within 60 days of the earliest dated written consent delivered to Effective Control Transport. Guy Faucher delivered his signed written consent to Effective Control Transport on June 19, 2009. Consequently, the Committee will need to deliver properly completed and unrevoked written consents to the Proposals from the holders of record of a majority of the shares of Common Stock outstanding as of the close of business on the Record Date no later than August 18, 2009. Nevertheless, we intend to set July 15, 2009 as the goal for submission of written consents. **WE URGE YOU TO ACT TODAY TO ENSURE THAT YOUR CONSENT WILL COUNT.** The Committee reserves the right to submit to Effective Control Transport consents at any time within 60 days of the earliest dated written consent delivered to Effective Control Transport.

If the Proposals become effective as a result of this consent solicitation by less than unanimous written consent, prompt notice of the Proposals will be given under Section 228(e) of the DGCL to stockholders who have not executed written consents. All stockholders will be notified as promptly as possible by press release of the results of the solicitation.

## PROCEDURAL INSTRUCTIONS

You may consent to any of the proposals on the enclosed WHITE consent card by marking the “CONSENT” box and signing, dating and returning the WHITE consent card in the envelope provided. You may also withhold your consent with respect to any of the proposals on the enclosed WHITE consent card by marking the “DOES NOT CONSENT” box, and signing, dating and returning the WHITE consent card in the envelope provided. You may abstain from consenting to any of the proposals on the enclosed WHITE consent card by marking the “ABSTAIN” box and signing, dating and returning the WHITE consent card in the envelope provided.

If you sign, date and return the WHITE consent card, but give no direction with respect to certain of the proposals, you will be deemed to consent to any such proposal.

Please note that in addition to signing the enclosed WHITE consent card, you must also date it to ensure its validity.

## THE COMMITTEE URGES YOU TO CONSENT TO ALL THE PROPOSALS ON THE ENCLOSED WHITE CONSENT CARD

*Revocation of Written Consents.* An executed consent card may be revoked at any time by delivering a written consent revocation before the time that the action authorized by the executed consent becomes effective. Revocations may only be made by the record holder that granted such consent. A revocation may be in any written form validly signed by the record holder as long as it clearly states that the consent previously given is no longer effective. The delivery of a subsequently dated WHITE consent card that is properly executed will constitute a revocation of any earlier consent. The revocation may be delivered either to the Committee, or to the principal executive offices of Effective Control Transport. Although a revocation is effective if delivered to Effective Control Transport, the Committee requests that either the original or photostatic copies of all revocations of consents be mailed or delivered to the ECT Recovery Committee, c/o Innisfree M&A Incorporated at 501 Madison Avenue, 20th Floor, New York, New York 10022, so that the Committee will be aware of all revocations and can more accurately determine if and when sufficient unrevoked consents to the actions described in this Consent Statement have been received.

## SOLICITATION OF CONSENTS

The solicitation of consents pursuant to this consent solicitation is being made by the ECT Recovery Committee. Consents may be solicited by mail, facsimile, telephone, telegraph, Internet, in person and by advertisements.

The ECT Recovery Committee has entered into an agreement with Innisfree M&A Incorporated for solicitation and advisory services in connection with this solicitation, for which Innisfree M&A Incorporated will receive a fee not to exceed \$30,000, together with reimbursement for its reasonable out-of-pocket expenses, and will be indemnified against certain liabilities and expenses, including certain liabilities under the federal securities laws. Innisfree M&A Incorporated will solicit proxies from individuals, brokers, banks, bank nominees and other institutional holders. The Committee has requested banks, brokerage houses and other custodians, nominees and fiduciaries to forward all solicitation materials to the beneficial owners of the shares of Common Stock they hold of record. The Committee will reimburse these record holders for their reasonable out-of-pocket expenses in so doing. It is anticipated that Innisfree M&A Incorporated will employ approximately 20 persons to solicit Effective Control Transport stockholders as part of this solicitation.

## **SPECIAL INSTRUCTIONS**

If you were a record holder of shares of Common Stock as of the close of business on the Record Date for this consent solicitation, you may elect to consent to, withhold consent to or abstain with respect to each Proposal by marking the “CONSENT,” “WITHHOLD CONSENT” or “ABSTAIN” box, as applicable, underneath each Proposal on the accompanying WHITE consent card and signing, dating and returning it promptly in the enclosed post-paid envelope. In addition, you may withhold consent to the removal of any individual director or the election of any individual Nominee by writing that person’s name on the consent card.

IF A STOCKHOLDER EXECUTES AND DELIVERS A WHITE CONSENT CARD, BUT FAILS TO CHECK A BOX MARKED “CONSENT,” “WITHHOLD CONSENT” OR “ABSTAIN” FOR A PROPOSAL, THAT STOCKHOLDER WILL BE DEEMED TO HAVE CONSENTED TO THAT PROPOSAL, EXCEPT THAT THE STOCKHOLDER WILL NOT BE DEEMED TO CONSENT TO EITHER 1) THE REMOVAL OF ANY DIRECTOR WHOSE NAME IS WRITTEN IN THE SPACE THE APPLICABLE INSTRUCTION TO THE REMOVAL PROPOSAL PROVIDES ON THE CARD OR 2) THE ELECTION OF ANY NOMINEE WHOSE NAME IS WRITTEN IN THE SPACE THE APPLICABLE INSTRUCTION TO THE ELECTION PROPOSAL PROVIDES ON THE CARD.

YOUR CONSENT IS IMPORTANT. PLEASE SIGN AND DATE THE ENCLOSED WHITE CONSENT CARD AND RETURN IT IN THE ENCLOSED POST-PAID ENVELOPE PROMPTLY. YOU MUST DATE YOUR CONSENT IN ORDER FOR IT TO BE VALID. FAILURE TO SIGN, DATE AND RETURN YOUR CONSENT WILL HAVE THE SAME EFFECT AS VOTING AGAINST THE PROPOSALS.

If your shares are held in the name of a brokerage firm, bank nominee or other institution, only it can execute a consent with respect to those shares of Common Stock and only on receipt of specific instructions from you. Thus, you should contact the person responsible for your account and give instructions for the WHITE consent card to be signed representing your shares. You should confirm in writing your instructions to the person responsible for your account and provide a copy of those instructions to Innisfree M&A Incorporated at 501 Madison Avenue, 20th Floor, New York, NY 10022, so that we will be aware of all instructions given and can attempt to ensure that those instructions are followed.

If you have any questions or require any assistance in executing your consent, please call:

Innisfree M&A Incorporated  
Stockholders call toll-free: 1 (888) 750-5834  
Banks and Brokers call collect: 1 (212) 750-5833

THE ECT RECOVERY COMMITTEE

June 22, 2009



**SCHEDULE A**  
**BYLAWS**  
**OF**  
**EFFECTIVE CONTROL TRANSPORT, INC.**  
**(hereinafter called the “Corporation”)**

**ARTICLE I**

**OFFICES**

Section 1. Registered Office. The registered office of the Corporation shall be fixed in the Certificate of Incorporation of the Corporation, as amended or restated from time to time.

Section 2. Other Offices. The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine.

**ARTICLE II**

**MEETINGS OF STOCKHOLDERS**

Section 1. Annual Meeting. The annual meeting of the stockholders of the Corporation shall be held in each year at the principal office of the Corporation or at such other place as the Board of Directors may determine, at a time and date determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may lawfully be brought before the meeting.

Section 2. Special Meetings. Special meetings of the stockholders, unless otherwise prescribed by statute, may be called by the Chairman of the Board of Directors, the President or by resolution of the Board of Directors and shall be called by the President or Secretary upon the written request of holders of not less than twenty percent (20%) in voting power of the outstanding stock entitled to vote at the meeting. Notice of each special meeting shall be given in accordance with Section 3 of Article II of these Bylaws. Unless otherwise permitted by law, business transacted at any special meeting of the stockholders shall be limited to the purpose stated in the notice.

Section 3. Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice, in the manner provided in Section 232 of the DGCL, of notice of the meeting, which shall state the place, date and time of the meeting, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purposes for which the meeting is called, shall be sent to each stockholder of record entitled to vote thereat. Except as otherwise provided by law, the Certificate of Incorporation or these bylaws, such notice shall be given not less than ten (10) days nor more than sixty (60) days before the date of any such meeting. If mailed, notice to stockholders shall be deemed given when deposited in the mail, postage prepaid, directed to the stockholder at such stockholder’s address as it appears on the records of the Corporation.

Section 4. Quorum. Unless otherwise required by law or the Certificate of Incorporation, the holders of one-third of the outstanding shares of capital stock entitled to vote at a meeting of the stockholders, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of stockholders. When a quorum is once present to organize a meeting, the quorum is not broken by the subsequent withdrawal of any stockholders.

Section 5. Voting. Unless otherwise provided in the Certificate of Incorporation, each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder. The Board of Directors, in its discretion, or the officer of the Corporation presiding at a meeting of stockholders, in his discretion, may require that any votes cast at such meeting shall be cast by written ballot.

All elections of directors shall be determined by a plurality of the votes cast, and except as otherwise required by law or the Certificate of Incorporation, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

Section 6. Stock List. A complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder, shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting in the manner provided by law. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder of the Corporation who is present.

This list shall be the only evidence as to who are the stockholders entitled to vote in person or by proxy at any meeting of stockholders and the number of shares held by each of them.

Section 7. Proxy Representation. Any stockholder may authorize another person or persons to act for him, her or it by proxy in all matters in which a stockholder is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the stockholder or by his, her or its attorney-in-fact. No proxy shall be voted or acted upon after three (3) years from its date, unless such proxy provides for a longer period.

Section 8. Organization. The Chairman of the Board of Directors, if one is elected, or, in his or her absence or disability, the President of the Corporation, shall preside at all meetings of the stockholders.

The Secretary of the Corporation shall act as Secretary at all meetings of the stockholders. In the absence or disability of the Secretary, the Chairman of the Board of Directors or the President shall appoint a person to act as Secretary at such meetings.

Section 9. Adjournment. At any meeting of stockholders of the Corporation, if less than a quorum be present, a majority in voting power of the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. Any business may be transacted at the adjourned meeting that might have been transacted at the meeting originally noticed. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 10. Consent of Stockholders in Lieu of Meeting. Any action required to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of issued and outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Any delivery made to the

Corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested.

Every written consent shall bear the date of signature of each stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the date the earliest dated consent is delivered to the Corporation, a written consent or consents signed by a sufficient number of holders to take action are delivered to the Corporation in the manner prescribed in the first paragraph of this Section 10. A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxy holder, or by a person or persons authorized to act for a stockholder or proxy holder, shall be deemed to be written, signed and dated for the purposes of this Section 10 to the extent permitted by law. Any such consent shall be delivered in accordance with Section 228(d)(1) of the DGCL.

Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

### **ARTICLE III**

#### **DIRECTORS**

Section 1. Number and Election of Directors. The Board of Directors shall consist of five (5) directors.

Each director shall hold office for a term of one year and until his or her successor is elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any director may resign at any time upon notice to the Corporation. Directors need not be stockholders.

Section 2. Removal. Any director or the entire Board of Directors may be removed either with or without cause at any time by the affirmative vote of the holders of a majority in voting power of the outstanding shares then entitled to vote for the election of directors at any annual or special meeting of the stockholders called for that purpose or by written consent as permitted by law.

Section 3. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and each director so chosen shall hold office until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, retirement, disqualification or removal from office; provided however that any vacancy with or without cause resulting from the removal of any director or of the entire Board of Directors may only be filled by stockholder action.

Section 4. Duties and Powers. The business of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.

Section 5. Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Board of Directors may be held without notice at such time and at such place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman, if there be one, or the President or by one-third of the Board of Directors. Notice thereof stating the place, date and

hour of the meeting shall be given to each director either by mail not less than seventy-two (72) hours before the date of the meeting, by telephone or facsimile on twenty-four (24) hours' notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances.

Section 6. Quorum. Except as may be otherwise specifically provided by law, the Certificate of Incorporation or these Bylaws, at all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Actions of Board. Unless otherwise provided by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all the members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 8. Meetings by Means of Conference Telephone. Unless otherwise provided by the Certificate of Incorporation or these Bylaws, members of the Board of Directors of the Corporation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 7 shall constitute presence in person at such meeting.

Section 9. Committees. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. Any committee, to the extent allowed by law and provided in the resolution establishing such committee, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. Each committee shall keep regular minutes and report to the Board of Directors when required.

Section 10. Compensation. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 11. Interested Directors. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if

(i) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

## **ARTICLE IV**

### **OFFICERS**

Section 1. General. The officers of the Corporation shall be chosen by the Board of Directors and shall consist of a President, a Secretary, a Treasurer and such other officers as may from time to time be appointed by the Board of Directors. The Board of Directors, in its discretion, may also choose a Chairman of the Board of Directors (who must be a director) and one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers. Any number of offices may be held by the same person, unless otherwise prohibited by law, the Certificate of Incorporation or these Bylaws. The officers of the Corporation need not be stockholders of the Corporation nor, except in the case of the Chairman of the Board of Directors, need such officers be directors of the Corporation.

Section 2. Election. The Board of Directors at its first meeting held after each Annual Meeting of Stockholders shall elect the officers of the Corporation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. The election or appointment of an officer shall not of itself create any contract rights. The salaries of all officers of the Corporation shall be fixed by the Board of Directors.

Section 3. Chairman of the Board of Directors. The Chairman of the Board of Directors shall be a member of the Board of Directors and shall preside at all meetings of the Board of Directors and of the stockholders. In addition, the Chairman of the Board of Directors shall have such powers and perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 4. President. The President shall be the Chief Executive Officer of the Corporation. He or she shall exercise such duties as customarily pertain to the office of President and Chief Executive Officer, and shall have general and active management of the property, business and affairs of the Corporation, subject to the supervision and control of the Board of Directors. He or she shall perform such other duties as prescribed from time to time by the Board of Directors or these Bylaws. In the absence, disability or refusal of the Chairman of the Board of Directors to act, or the vacancy of such office, the President shall preside at all meetings of the stockholders and of the Board of Directors. Except as the Board of Directors shall otherwise authorize, the President shall execute bonds, mortgages and other contracts on behalf of the Corporation, and shall cause the seal to be affixed to any instrument requiring it and, when so affixed, the seal shall be attested by the signature of the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer..

Section 5. Vice Presidents. Each Vice President, if any are elected, of whom one or more may be designated an Executive Vice President, shall have such powers and shall perform such duties as shall be assigned to him or her by the President or the Board of Directors.

Section 6. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of stockholders and record all the proceedings thereat in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. The Secretary shall have charge of the corporate books, shall have power to sign all stock certificates, and shall also perform such duties as the Board of Directors may from time to time prescribe.

Section 7. Treasurer. The Treasurer shall have the general care and custody of the funds and securities of the Corporation, and shall deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. He or she shall receive, and give receipts for, moneys due and payable to the Corporation from any source whatsoever. He or she shall exercise general supervision over expenditures and disbursements made by officers, agents and employees of the Corporation and the preparation of such records and reports in connection therewith as may be necessary or desirable. He or she shall, in general, perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 8. Other Officers. Such other officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Board of Directors may delegate to any other officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

Section 9. Removal. Any officer of the Corporation may be removed from office for or without cause at any time by the Board of Directors. Any officer holding the office of Chief Executive Officer and/or President may be removed by the Stockholders from such office(s) and any other officer's positions he or she holds with or without cause by the affirmative vote or consent of the holders of a majority of the Corporation's issued and outstanding shares of stock then entitled to vote.

Section 10. Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by the President or any Vice President and any such officer may, in the name of and on behalf of the Corporation, take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and power incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

## **ARTICLE V**

### **STOCK**

Section 1. Form of Certificates. Each holder of stock represented by certificates shall be entitled to a certificate signed, in the name of the Corporation (i) by the Chairman of the Board of Directors or the President and (ii) by the Secretary, certifying the number of shares owned by him in the Corporation. Any or all of the signatures on the certificate may be by facsimile. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer.

Section 2. Lost Certificates. The Board of Directors may direct a new certificate of stock to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate of stock or uncertificated shares, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate, or his legal representative, to advertise the same in such manner as the Board of Directors shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 4. Transfers. Transfers of stock shall be made only upon the books of the Corporation kept at an office of the Corporation or by transfer agents designated to transfer shares of the stock of the Corporation. Except where a certificate is issued in accordance with Section 2, an outstanding certificate for the number of shares involved shall be surrendered for cancellation before a new certificate is issued therefor.

Section 5. Record Date. In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If the Board of Directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of and to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance with the foregoing provisions of this subsection at the adjourned meeting.

In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by this chapter, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in this State, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to a Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by this chapter, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights

in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 6. Beneficial Owners. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

## **ARTICLE VI**

### **NOTICES**

Section 1. Notices. If mailed, notice to stockholders shall be deemed given when deposited in the mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation. Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders may be given by electronic transmission in the manner provided in Section 232 of the Delaware General Corporation Law.

Section 2. Waivers of Notice. Whenever any notice is required by law, the Certificate of Incorporation or these Bylaws, to be given to any director, member of a committee or stockholder, a waiver thereof in writing, signed, by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE VII**

### **GENERAL PROVISIONS**

Section 1. Dividends. Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, and may be paid in cash, in property, or in shares of the capital stock. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Director from time to time, in its absolute discretion, deems proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for any proper purpose, and the Board of Directors may modify or abolish any such reserve.

Section 2. Disbursements. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be as fixed by the Board of Directors.

Section 4. Corporate Seal. The Board of Directors may provide a suitable seal, containing the name of the corporation, which seal shall be in the charge of the secretary. If and when so directed by the Board



of Directors or a committee thereof, duplicates of the seal may be kept and used by the treasurer or by an assistant secretary or assistant treasurer.

Section 5. Facsimile Signatures. In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these by laws, facsimile signatures of any officer or officers of the corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

## **ARTICLE VIII**

### **INDEMNIFICATION**

Section 1. Power to Indemnify in Actions, Suits or Proceedings other Than Those by or in the Right of the Corporation. Subject to Section 3 of this Article VIII, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Power to Indemnify in Actions, Suits or Proceedings by or in the Right of the Corporation. Subject to Section 3 of this Article VIII, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 3. Authorization of Indemnification. Any indemnification under this Article VIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article VIII, as the case may be. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders. To the extent, however, that a director or officer

of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity of authorization in the specific case.

Section 4. Good Faith Defined. For purposes of any determination under Section 3 of this Article VIII, a person shall be deemed to have acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe his conduct was unlawful, if his action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to him by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The term "another enterprise" as used in this Section 4 shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise of which such person is or was serving at the request of the Corporation as a director, officer, employee or agent. The provisions of this Section 4 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Sections 1 or 2 of this Article VIII, as the case may be.

Section 5. Indemnification by a Court. Notwithstanding any contrary determination in the specific case under Section 3 of this Article VIII, and notwithstanding the absence of any determination thereunder, any person who is or was a director or officer of the Corporation may apply to any court of competent jurisdiction in the State of Delaware for indemnification to the extent otherwise permissible under Sections 1 and 2 of this Article VIII. The basis of such indemnification by a court shall be a determination by such court that indemnification of such person is proper in the circumstances because he has met the applicable standards of conduct set forth in Sections 1 or 2 of this Article VIII, as the case may be. Neither a contrary determination in the specific case under Section 3 of this Article VIII nor the absence of any determination thereunder shall be a defense to such application or create a presumption that the director or officer seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Section 5 shall be given to the Corporation promptly upon the filing of such application. If successful, in whole or in part, the director or officer seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

Section 6. Expenses Payable in Advance. Expenses incurred by a person who is or was a director or officer of the Corporation in defending or investigating a threatened or pending action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

Section 7. Nonexclusivity of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by or granted pursuant to this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, contract, vote of stockholders or disinterested directors or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the persons specified in Sections 1 and 2 of this Article VIII shall be made to the fullest extent permitted by law. The provisions of this Article VIII shall not be deemed to preclude the indemnification of any person who is not specified in Sections 1 or 2 of this Article VIII but whom the Corporation has the power or obligation to indemnify under the provisions of the Delaware General Corporation Law, or otherwise.

Section 8. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under the provisions of this Article VIII.

Section 9. Certain Definitions. For purposes of this Article VIII, references to the “Corporation” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers so that any person who is or was a director or officer of such constituent corporation, or is or was a director or officer of such constituent corporation serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued. For purposes of this Article VIII, references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Corporation” shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries.

Section 10. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11. Limitation on Indemnification. Notwithstanding anything contained in this Article VIII to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Section 5 hereof), the Corporation shall not be obligated to indemnify a person who is or was a director or officer of the Corporation in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the Corporation.

Section 12. Indemnification of Employees and Agents. The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article VIII to directors and officers of the Corporation.

## **ARTICLE IX**

### **AMENDMENTS**

Section 1. These Bylaws may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted by the stockholders or by the Board of Directors, provided, however, that notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such meeting of stockholders or Board of Directors as the case may be. All such amendments must be approved by either the holders of a majority of the outstanding capital stock entitled to vote thereon or by a majority of the entire Board of Directors then in office. Any alteration, amendment or repeal of Article VIII of these Bylaws shall not adversely affect any rights to indemnification and to the advancement of expenses of a person who is or was a director or officer of the Corporation existing at the time of such alteration,

amendment or repeal with respect to any acts or omissions occurring prior to such alteration, amendment or repeal. Notwithstanding anything to the contrary in these By-laws, Article III, Sections 1, 2 and 3, and Article IV, Section 2 of these By-laws and this sentence may only be altered, amended, supplemented or repealed (x) by the stockholders or (y) by the Board upon a unanimous affirmative vote of all directors on the Board.